

IT IS SO ORDERED.

Dated: 28 May, 2010 11:39 AM


RANDOLPH BAXTER
UNITED STATES BANKRUPTCY JUDGE

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF OHIO
EASTERN DIVISION**

<u>In re</u>)	Chapter 11
)	
Kiebler Recreation, LLC)	Case No. 10-15099
)	
Debtor.)	Judge Baxter
)	

**AGREED INTERIM ORDER AUTHORIZING THE USE OF
CASH COLLATERAL AND GRANTING ADEQUATE PROTECTION**

Upon the motion of Kiebler Recreation, LLC (the "Debtor"), debtor and debtor-in-possession in the above-captioned chapter 11 case, for the entry of interim and final orders authorizing the Debtor on an interim and final basis to use cash collateral ("Cash Collateral"), as such term is defined in section 363(a) of title 11 of the United States Code, (the "Bankruptcy Code"), in which The Huntington National Bank ("Huntington") and PNC Bank ("PNC" and with Huntington, the "Banks") may assert an interest and to provide adequate protection to the

Banks, all as more fully set forth herein, and requesting that this Court schedule a final hearing (the "Final Hearing") and approve notice with respect thereto (the "Motion"); and the Court having considered the Motion; and a hearing to consider approval of the interim relief requested by the Motion having been held and concluded; and upon all of the pleadings filed with the Court and all of the proceedings held before this Court; and all capitalized terms used herein but not defined shall have the meaning given them in the Motion; and it appearing that the notice given to parties of the Motion was good and sufficient under the circumstances and that no other or further notice need be given, other than as set forth herein with respect to the Final Hearing; and after due deliberation and consideration and good and sufficient cause having been shown, it is hereby,

ORDERED that the Motion is granted to the extent provided herein; and it is further

ORDERED that the Debtor is authorized to use Cash Collateral to operate the Debtor's business in the ordinary course, including to pay its actual, necessary, ordinary course operating expenses, from the date of this Order through June 16, 2010, pursuant to section 363(c)(2) of the Bankruptcy Code; provided that use of Cash Collateral shall be limited to the amount of \$300,000.00 or such higher amount as may be agreed to by Huntington through such date as a budget agreed to by the Debtor and Huntington is filed with the Court; thereafter, cash use shall be governed by such budget; through June 16, 2010; and it is further

ORDERED that, as adequate protection for, and to the extent of any diminution in the value of the Prepetition Collateral resulting from the use of the Cash Collateral pursuant to section 363(c) of the Bankruptcy Code, and the imposition of the automatic stay pursuant to section 362(a) of the Bankruptcy Code, pursuant to sections 361 and 363(e) of the Bankruptcy Code, upon entry of this Order,

(a) The Banks will be granted post-petition security interests in, and liens upon, all of the categories and types of collateral in which they held security interests as of the Petition Date, but such post-petition security interests shall only be to the same extent, and have the same priority, as their respective security interests as of the Petition Date. All security interests to be granted to the Banks hereunder as adequate protection shall be without prejudice to the right of any party with standing, including but not limited to the Debtor, to assert any claims against the Banks or their security interests; and

(b) Subject to the limitations set forth above, in the event that the adequate protection granted in the above fails to protect the interests of the Banks in the Cash Collateral, the Banks will be granted superpriority administrative claims which will have priority of the kind specified in Bankruptcy Code § 507(b) over any and all administrative expenses specified in Bankruptcy Code § 507(a)(2), but expressly subject to application for such administrative claim and approval by the Court.

and it is further

ORDERED that should it subsequently be determined that any provision herein abrogates any provision of the Bankruptcy Code or the Bankruptcy Rules, such provision shall be stricken as *void ab initio*; and it is further

ORDERED that nothing contained herein shall be deemed a waiver by Huntington of any rights or objection it may have to use of Cash Collateral beyond June 16, 2010 or the terms of any order relating thereto; and it is further

ORDERED that the Final Hearing is scheduled for June 16, 2010, at 10:30 a.m. at the United States Bankruptcy Court, Howard M. Metzenbaum U.S. Courthouse, 201 Superior Ave., Cleveland, Ohio 44114-1235, Room 220, before the Honorable Randolph Baxter at the United States Bankruptcy Court, Northern District of Ohio. On or before June 2, 2010, the Debtor shall serve notice of the entry of this Order and copies of this Order on (i) the United States Trustee, (ii) the Secured Creditors and/or their counsel, and (iii) the Debtor's twenty (20) largest unsecured creditors, which shall constitute due and sufficient notice of the Debtor's request for final authorization to use Cash Collateral for the purpose of Bankruptcy Rule 4001.

IT IS SO ORDERED.

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Respectfully submitted by,

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